

December 15, 2008

Re : Notification of the connected transaction of receipt of financial assistance

To : Managing Director
The Stock Exchange of Thailand

At 14.00 hrs on December 15, 2008, GFPT Public Company Limited held the Board of Directors' meeting no.12/2551. The substantial agenda of the Board of Directors' resolution is as follows;

1. To resolve to accept the financial assistance from the directors and connected persons of which conditions are as follows;

Borrowing Amount:	No more than Baht 2,000 million including the amount for repayment of the existing short-term borrowing from the directors and connected persons which will be gradually due within 2009
Interest Rate:	No more than 6.00% per annum
Maturity:	No more than 5 years starting from February 1, 2009 until January 31, 2014
Interest Payment:	Monthly
Security:	None
Drawdown:	The company or its subsidiaries may borrow from the directors or connected persons in one time or several times throughout the "Maturity" but the total outstanding borrowing at any point in time must not exceed the sum indicated in the "Borrowing Amount". The period of borrowing for each borrowing must end within the "Maturity".
Repayment of Principle:	The company and/or its subsidiaries may repay the principle in whole or in part before maturity without incurring any prepayment penalty or expenses.
Conditions for Default:	The company and/or its subsidiaries agree to pay a default interest rate of 15.00% per annum starting from the date the default occurs.
Nature of Contract:	The company and/or its subsidiaries will enter into an agreement with each of the directors and connected persons every time it borrows money by using a loan agreement that contains uniform conditions.

The objectives of the company in receiving financial assistance from the directors and connected persons are as follows;

- 1) To invest in GFPT Nichirei (Thailand) Co., Ltd. ("GFN"), the associated company of the company, set up on November 27, 2008 with its objectives to process and distribute processed chicken products and frozen raw chicken to Japan and other international markets according to the joint venture agreement between the company and Nichirei Foods Inc.
- 2) To be used for capital expenditure of the company and its subsidiaries for farm construction in order to produce and supply chicken meat to GFN.

- 3) To adjust the company's financial structure to conform with the nature of its operations and investments because presently the majority of the company's liabilities are current liabilities while most of its investments are in the non-current assets.
- 4) To be working capital of the company and its subsidiaries for its normal business operation.

(For the connected transaction, please find the Information of the Connected Transaction presented at the end of this document)

2. To resolve to arrange an extraordinary shareholders' meeting no.1/2552 of which details are as follows;
 - 2.1 To determine the date of an extraordinary shareholders' meeting no.1/2552 at 10.00 hrs on January 29, 2009 at floor M, GFPT Tower, No.118 Rama II Road., Bangmod, Jomthong, Bangkok. The details of agenda are as follows;
 - Agenda1 Consider and approve the minute of the annual general meeting of shareholders held on April 30, 2008.
 - Agenda2 Consider and approve the company and its subsidiaries to receive financial assistance from the directors and connected persons.
 - Agenda3 Consider other issues. (if any)
 - 2.2 To determine shareholders who are eligible to attend an extraordinary shareholders' meeting no.1/2552 on January 5, 2009 (Record Date) and to compile the list of the shareholders according to Section 225 of the Securities and Exchange Act B.E. 2535 by means of shareholder registered book closing on January 6, 2009.
3. To resolve to approve and appoint Sage Capital Limited to be an independent financial advisory to give an opinion on the receipt of financial assistance from the directors and connected persons, which is a connected transaction according to the Notification of the Board of Governors of the Stock Exchange of Thailand relating to Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546.

Yours faithfully
GFPT Public Company Limited

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(Dr. Anan Sirimongkolkasem)
Chairman of Executive Board

Information of the Connected Transaction

1. Date, Month, Year to Enter into the Transaction

After the company receives a resolution from the extraordinary shareholders' meeting no. 1/2008 on January 29, 2008.

2. Name of the Connected Persons and Their Relationship

Name of the Recipients of the Financial Assistance: GFPT Public Company Limited and its subsidiaries of which names are as follows ;

1. Krungthai Feedmill Public Company Limited
2. M.K.S. Farm Company Limited
3. Krungthai Farm Company Limited
4. GP Breeding Company Limited
5. GF Foods Company Limited

Name of the Offeror of the Financial Assistance: Directors and Connected Persons whose names are as follows ;

Name-Surname	Position in the Company	Relationship	% Shareholding*
1) Mr.Prasit Sirimongkolkasem	Chairman	-	17.55
2) Mr.Virach Sirimongkolkasem	Managing Director	-	14.36
3) Dr.Anan Sirimongkolkasem	Chairman of Executive Board	-	0.33
4) Mrs.Somsiri Ingpochai	Executive Director	-	0.24
5) Mrs.Pranee Parksook	Executive Director	-	1.02
6) Ms.Wanee Sirimongkolkasem	Director	-	0.89
7) Mr.Sujin Sirimongkolkasem	Director	-	17.77
8) Mrs.Wanlee Sirimongkolkasem	-	Mother of Mr.Sujin Sirimongkolkasem	-
9) Mrs.Sumon Sirimongkolkasem	-	Sister-in-law of Mr.Prasit Sirimongkolkasem	-
10) Mr.Preecha Sirimongkolkasem	-	Brother of Mr.Prasit Sirimongkolkasem	-
11) Mrs.Suwanna Sirimongkolkasem	-	Wife of Mr.Prasit Sirimongkolkasem	-
12) Ms.Nisa Sirimongkolkasem	-	Daughter of Mr.Prasit Sirimongkolkasem	0.85
13) Mr.Kajorn Sirimongkolkasem	-	Son of Mr.Prasit Sirimongkolkasem	-
14) Ms.Vipavadee Sirimongkolkasem	-	Daughter of Mr.Prasit Sirimongkolkasem	-
15) Mr.Jedsada Sirimongkolkasem	Assistant Managing Director	Son of Mr.Prasit Sirimongkolkasem	-
16) Mr. Kittichai Sirimongkolkasem	Plant Director	Son of Mr.Prasit Sirimongkolkasem	-
17) Mrs.Nattaya	-	Wife of Mr.Virach	-

18) Ms.Wiwanya Sirimongkolkasem	Senior Department Manger Krungthai Feedmill PCL	Sirimongkolkasem Daughter of Mr.Virach	1.60
19) Ms.Papinya Sirimongkolkasem	Technical Manager Krungthai Feedmill PCL	Sirimongkolkasem Daughter of Mr.Virach	1.57
20) Ms.Varisra Sirimongkolkasem	-	Sirimongkolkasem Daughter of Mr.Virach	1.60
21) Mr.Wongsakorn Sirimongkolkasem	-	Sirimongkolkasem Son of Mr.Virach	-
22) Mrs.Ruedee Sirimongkolkasem	-	Sirimongkolkasem Wife of Dr.Anan	-
23) Ms.Pimrak Sirimongkolkasem	-	Sirimongkolkasem Daughter of Dr.Anan	-
24) Mr.Napon Sirimongkolkasem	-	Sirimongkolkasem Son of Dr.Anan	-
25) Ms.Jutamas Ingpochai	Investor Relation Manager	Sirimongkolkasem Daughter of Mrs.Somsiri Ingpochai	0.40
26) Mr.Pongsathorn Ingpochai	-	Sirimongkolkasem Son of Mrs.Somsiri Ingpochai	0.20
27) Mr.Win Parksook	-	Sirimongkolkasem Son of Mrs.Pranee Parksook	-
28) Mr.Woraphat Parksook	-	Sirimongkolkasem Son of Mrs.Pranee Parksook	-
29) Mrs.Chollada Sirimongkolkasem	-	Sirimongkolkasem Sister of Mr.Sujin	-
30) Mr.Pissanu Sirimongkolkasem	Assistant Manager, Sales and Customer Relation Department	Sirimongkolkasem Brother of Mr.Sujin	-
31) Mr.Jarongkij Sirimongkolkasem	-	Sirimongkolkasem Brother of Mr.Sujin	-
32) Mr.Jarongkorn Sirimongkolkasem	-	Sirimongkolkasem Brother of Mr.Sujin	-

Note * Shareholding as at April 9, 2008, the latest shareholders registered book closing date.

3. Explanation for the Nature of the Connected Transaction

Type of the Connected Transaction:	Receipt of Financial Assistance
Borrowing Amount:	No more than Baht 2,000 million including the amount for repayment of the existing short-term borrowing from the directors and connected persons which will be gradually due within 2009
Interest Rate:	No more than 6.00% per annum
Maturity:	No more than 5 years starting from February 1, 2009 until January 31, 2014
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Drawdown:	The company or its subsidiaries may borrow from the directors or connected persons in one time or several times throughout the "Maturity" but the total outstanding borrowing at any point in time must not exceed the sum indicated in the "Borrowing Amount". The period of borrowing for each borrowing must end within the "Maturity".
Repayment of Principle:	The company and/or its subsidiaries may repay the principle in whole or in part before maturity without

Conditions for Default:	incurring any prepayment penalty or expenses. The company and/or its subsidiaries agree to pay a default interest rate of 15.00% per annum starting from the date the default occurs.
Nature of Contract:	The company and/or its subsidiaries will enter into an agreement with each of the directors and connected persons every time it borrows money by using a loan agreement that contains uniform conditions.

4. Total Value and Size of the Transaction, and Criteria to Value the Transaction

The transaction is classified as a connected transaction for receipt of financial assistance according to the Notification of the Board of Governors of the Stock Exchange of Thailand relating to Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546. The total value of transaction is equal to the company's total interest expense of Baht 600.0 million to be paid to the directors and connected persons, presuming the maximum borrowing amount of Bt. 2,000.0 million at maximum interest rate of 6.0 percent per annum and maximum maturity of 5 years. Net tangible assets as at September 30, 2008 were Baht 3,386.34 million. The calculation in detail is shown as follows;

Value of Transaction	=	Baht 2,000,000,000 x 6% per annum x 5 years
	=	Baht 600 million
Size of Transaction	=	Baht 600,000,000 / Baht 3,386,344,064.01
	=	17.72%

The calculation above reveals that the value of transaction is greater than Baht 20.0 million and larger than 3% of the net tangible assets. The transaction of this size requires the company to report to the SET and arrange the shareholders' meeting to approve it. And the voting in favor must be at least three fourth of the total attending shareholders who are eligible to vote, excluding the shareholders who are connected parties.

5. Conditions that affects the shareholders

None

6. Attendance and voting of the connected persons

For the agenda of considering receipt of the financial assistance from the directors and connected persons, there were 7 directors who are connected persons for the transaction namely 1) Mr.Prasit Sirimongkolkasem 2) Mr.Virach Sirimongkolkasem 3) Dr.Anan Sirimongkolkasem 4) Mrs.Somsiri Ingpochai 5) Mrs.Pranee Parksook 6) Ms.Wannee Sirimongkolkasem 7) Mr.Sujin Sirimongkolkasem, who abstained in voting for this particular agenda.

7. Opinion of the Board of Directors

On December 15, 2008, the Board of Directors of the company no. 12/2551 resolved to accept the company and/or its subsidiaries to receive financial assistance from the directors and connected persons and deemed that the company hold shareholders' meeting to approve the transaction. Because presently the proportion of the company's current liabilities to non-current liabilities is considerably high while the company's majority of investments are in non-current assets. As at September 30, 2008, the company's current liabilities was Baht 3,539.18 million, or 93.40 percent of the total liabilities, consisting of short-term loans from financial institutions of Baht 1,707.32 million, which has been collateralized by the company's and its subsidiaries' assets, and non-collateralized short-term loan from the directors and connected persons of Baht 1,151.10 million. Thus, the transaction is reasonable and advantageous to the company.

In addition, under current market situations, it may be difficult for the company to seek long-term loan from financial institutions at the interest rate no higher than 6.0% per annum without any collateral and prepayment penalty. Also, the current money and capital market environment are not conducive for other fund raising alternatives such as borrowing from financial institutions, issuing debenture, and issuing common stock. However, being connected parties, directors and connected persons, who offer the mentioned financial assistance, cannot vote in the extraordinary shareholders' meeting.

8. Opinions of the Audit Committee

The Audit Committee meeting no. 6/2551 on December 15, 2008, resolved to approve the company and/or its subsidiaries to receive financial assistance from the directors and connected persons because, under the current money and capital market environment, the transaction offers higher financial benefits to the company and carries a lower cost of capital than other fund raising alternatives such as borrowing from financial institutions, issuing debenture, and issuing common stock. Moreover, the ability to gradually borrow from the directors and connected persons throughout the maturity of loan and repay at anytime without any prepayment penalty enable the company to properly manage its liquidity. Finally, there are no conditions or limitations for the company to raise fund through other means in the future.